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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED
ORDER DISALLOWING AND EXPUNGING
CLAIM NUMBERS 14645 AND 15299 (ANDROID
INDUSTRIES, LLC AND ANDROID INDUSTRIES-SHREVEPORT, LLC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Android Industries, LLC and Android Industries-Shreveport, LLC. (collectively, "Claimant") respectfully submit this Joint Stipulation And Agreed Order Disallowing and Expunging Claim Numbers 14645 and 15299 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, Claimant filed proofs of claim arising from the sale of Claimant Products (collectively, the “Claims”).

WHEREAS, the Debtors assert that Claimant owes DAS LLC a receivable of \$1,785,258 (the “DAS Receivable”).

WHEREAS, Claimant asserted rights of setoff pursuant to section 553 of the Bankruptcy Code (the “Setoff Request”).

WHEREAS, on or about October 31, 2006, the Debtors filed the Second Omnibus Claims Objection (the “Second Claim Objection”), which included virtually all of the Claims.

WHEREAS, on December 21, 2006, virtually all of the Claims, other than Proof of Claim 14645, in the amount of \$3,184,562, and Proof of Claim 15299, in the amount of \$389,277 (collectively, the “Remaining Claims”) were expunged by the Delphi Bankruptcy Court’s Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging (I) Equity Claims (II) Claims Duplicative of Consolidated Trustee or Agent Claims, and (III) Duplicate and Amended Claims Identified in Second Omnibus Claims Objection [Docket No. 6255].

WHEREAS, on or about October 31, 2006, the Debtors filed the Third Omnibus Claims Objection (the “Third Claim Objection,” and collectively with the Second Claim Objection, the “Claim Objections”), which included certain Claims.

WHEREAS, to resolve the Setoff Request and the Claim Objections; to effect mutual releases by and between the Parties; and to reduce the amounts of claims against the Debtors; the Parties entered into a settlement agreement (the “Settlement Agreement”).

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.; and

WHEREAS, pursuant to the Settlement Agreement, the Remaining Claims shall be disallowed and expunged in their entirety; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Settlement Agreement being authorized, the Remaining Claims shall be disallowed and expunged in their entirety.

(Concluded on Following Page)

Dated: New York, New York
February 24, 2009

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
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Dated: New York, New York
February 24, 2009

ANDROID INDUSTRIES, LLC and
ANDROID INDUSTRIES SHREVEPORT, LLC
By its counsel
SCHAFER AND WEINER, PLLC
By:

/s/ Ryan D. Heilman

RYAN D. HEILMAN
40950 Woodward Ave., Ste. 100
Bloomfield Hills, MI 48304
(248) 540-3340

SO ORDERED

This 6th day of March, 2009
in New York, New York

/s/Robert D. Drin
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE